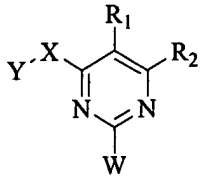
AMENDMENTS TO THE CLAIMS

1. (Currently amended) A compound having the formula I:



(I)

or a stereoisomer, tautomer, pharmaceutically acceptable salt, ester, or prodrug thereof, wherein

Y is selected from the group consisting of

~~(1) substituted or unsubstituted C_1-C_6-alkyl,~~

~~(2) substituted or unsubstituted C_2-C_6-alkenyl,~~

~~(3) substituted or unsubstituted C_2-C_6-alkynyl,~~

[[(4)]] (1) substituted or unsubstituted aryl,

[[(5)]] (2) substituted or unsubstituted heterocyclyl, and

[[(6)]] (3) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

(1) a direct link,

(2) $-N(R^{1x})-$,

(3) $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$,

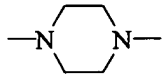
(4) -O-,

(5) -S-,

(6) -SO-,

(7) $-SO_2-$,

(8) $-C(R^{2x}, R^{3x})-$, and

(9)  ,

wherein R^{1x}, R^{2x}, and R^{3x} are selected from the group consisting of

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(a) H,

(b) substituted or unsubstituted C_1-C_6-alkyl,

(c) substituted or unsubstituted C_2-C_6-alkenyl,

(d) substituted or unsubstituted C_2-C_6-alkynyl,

(e) substituted or unsubstituted aryl,

(f) substituted or unsubstituted heterocyclyl,

(g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R_1 is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

(3) -COOH,

(4) halo,

(5) $-OR^{1t}$, and

(6) $-NHR^{1t}$,

wherein R^{1t} is H or C_1-C_6-alkyl;

R_2 is selected from the group consisting of

(1) substituted or unsubstituted aryl,

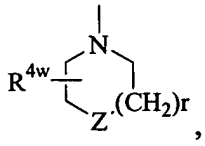
(2) substituted or unsubstituted heteroaryl, and

~~(3) substituted or unsubstituted heterocyclyl; and~~

W is selected from the group consisting of

~~(1) substituted or unsubstituted C_1-C_6-alkyl,~~

[[(2)]] (1) $-N(R^{1w}, R^{2w})$, and

[[(3)]] (2)  ,

wherein R^{1w} and R^{2w} are selected from the group consisting of

~~(a) H,~~

~~(b) substituted or unsubstituted C_1-C_6-alkyl,~~

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[[(c)]] (a) substituted or unsubstituted aryl,

[[(d)]] (b) substituted or unsubstituted heterocyclyl, and

[[(e)]] (c) substituted or unsubstituted heteroaryl,

~~wherein R^{1w} and R^{2w} are not both H;~~

Z is selected from the group consisting of

(a) -O-,

(b) $-NR^z-$,

(c) -S-,

(d) -SO-,

(e) $-SO_2-$, and

(f) $-CH_2-$,

wherein R^z is H or substituted or unsubstituted alkyl group; and

R^{4w} is selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6-alkyl,

(c) $-COOR^{5w}$,

(d) $-CONH_2$,

(e) $-OR^{5w}$, and

(f) $-NHR^{5w}$,

wherein R^{5w} is H or C_1-C_6-alkyl; and r is 0, 1, or 2;

~~with the proviso that when X is O, then Y is substituted or unsubstituted aryl, substituted or unsubstituted heterocyclyl, or substituted or unsubstituted heteroaryl;~~

~~with the proviso that when W is morpholino, thiomorpholino, 1-oxido thiomorpholino, 1,1 dioxido morpholino, piperazino, or N-substituted piperazino, R_2 is morpholino, thiomorpholino, 1-oxido thiomorpholino, 1,1 dioxido thiomorpholino, piperazino, or N' [acetyl(alkanoyl of 1 to 3 carbon atoms)]piperazino, and X is NH, then Y is not hydrogen, alkyl of 1 to 3 carbon atoms, cyclohexyl, phenyl, chloro-phenyl, carboxy-phenyl, carbomethoxy-phenyl, or pyridyl;~~

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~~with the proviso that when W is morpholino, thiomorpholino, 1-oxido thiomorpholino, 1,1 dioxido morpholino, piperazino, or N substituted piperazino, R_2 is morpholino, thiomorpholino, 1-oxido thiomorpholino, 1,1 dioxido thiomorpholino, piperazino, or N'[acetyl(alkanoyl of 1 to 3 carbon atoms)]piperazino, and X is a direct link, then Y is not phenyl, substituted or unsubstituted C1-C6 alkyl, or 1-oxidothiomorpholino; and~~

with the proviso that when R_2 is phenyl independently substituted with one to five substituents selected from hydrogen, cycloalkyl, heterocycloalkyl, halo, nitro, amino, sulphonamido, or alkylsulphonylamino, R_1 is hydrogen, haloalkyl, alkyl, or halo, and X is NR^{1x}, then Y is substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocyclyl.

2. (Currently amended) The compound of claim 1, wherein

Y is selected from the group consisting of

~~(1) substituted or unsubstituted C_1-C_6-alkyl,~~

[[(2)]] (1) substituted or unsubstituted aryl,

[[(3)]] (2) substituted or unsubstituted heterocyclyl, and

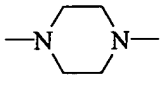
[[(4)]] (3) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

(1) a direct link,

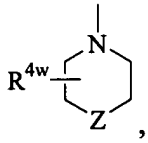
(2) $-N(R^{1x})-$,

(3) $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$, and

(4)  ,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C_1-C_6-alkyl; and

W is selected from the group consisting of

 ,

wherein Z is -O- or $-NR^z-$, wherein R^{4w} is H or substituted or unsubstituted C_1-C_6-alkyl.

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3. (Original) The compound of claim 1, wherein

Y is selected from the group consisting of

(1) substituted or unsubstituted heterocyclyl,

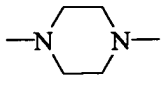
(2) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

(1) a direct link,

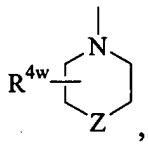
(2) $-N(R^{1x})-$,

(3) $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$, and

(4)  ,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C_1-C_6-alkyl; and

W is selected from the group consisting of

 ,

wherein Z is -O- or $-NR^z-$, wherein R^{4w} is H or substituted or unsubstituted C_1-C_6-alkyl.

4. (Original) The compound of claim 1, wherein

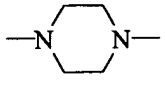
Y is substituted or unsubstituted aryl;

X is selected from the group consisting of

(1) a direct link,

(2) $-N(R^{1x})-$,

(3) $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$, and

(4)  ,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C_1-C_6-alkyl; and

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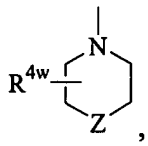
W is selected from the group consisting of



wherein Z is -O- or -NR^z-, wherein R^{4w} is H or substituted or unsubstituted C_1-C_6-alkyl.

5. (Currently amended) The compound of claim 1, wherein

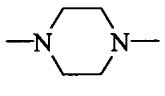
~~Y is substituted or unsubstituted alkyl;~~

X is selected from the group consisting of

(1) a direct link,

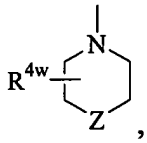
(2) -$N(R^{1x})$-,

(3) -$(CH_2)_m$-$C(R^{2x}, R^{3x})$-$N(R^{1x})$-, and

(4)  ,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C_1-C_6-alkyl; and

W is selected from the group consisting of



wherein Z is -O- or -NR^z-, wherein R^{4w} is H or substituted or unsubstituted C_1-C_6-alkyl.

6. (Original) The compound of claim 1, wherein

Y is selected from the group consisting of

(1) substituted or unsubstituted heterocyclyl,

(2) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

(1) a direct link,

(2) -$N(R^{1x})$-,

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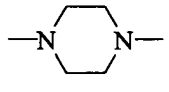
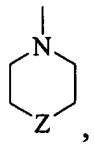
(3) $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$, and

(4)  ,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C_1-C_6-alkyl;

R_2 is substituted or unsubstituted aryl; and

W is

 ,

wherein Z is -O- or -NH-.

7. (Original) The compound of claim 1, wherein

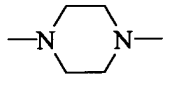
Y is substituted or unsubstituted aryl;

X is selected from the group consisting of

(1) a direct link,

(2) $-N(R^{1x})-$,

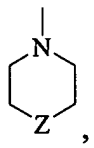
(3) $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$, and

(4)  ,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C_1-C_6-alkyl;

R_2 is substituted or unsubstituted aryl; and

W is

 ,

wherein Z is -O- or -NH-.

8. (Currently amended) The compound of claim 1, wherein

~~Y is substituted or unsubstituted alkyl;~~

X is selected from the group consisting of

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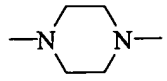
(1) a direct link,

(2) $-N(R^{1x})-$,

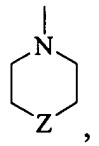
(3) $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$, and

(4)  ,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C_1-C_6-alkyl;

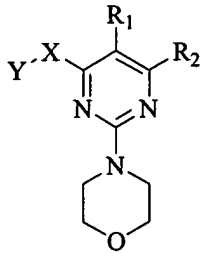
R_2 is substituted or unsubstituted aryl; and

W is

 ,

wherein Z is -O- or -NH-.

9. (Currently amended) The compound of claim 1, having the formula II:



(II)

wherein Y is selected from the group consisting of

~~(1) substituted or unsubstituted C_1-C_6-alkyl,~~

[[(2)]] (1) substituted or unsubstituted aryl,

[[(3)]] (2) substituted or unsubstituted heterocyclyl, and

[[(4)]] (3) substituted or unsubstituted heteroaryl; and

X is selected from the group consisting of

(1) a direct link,

(2) $-N(R^{1x})-$,

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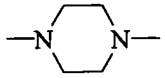
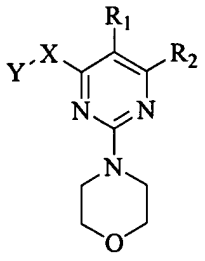
(3) $-(CH_2)_m-C(R^{2x}, R^{3x})-N(R^{1x})-$, and

(4)  .

10. (Original) The compound of claim 1, having the formula II:



(II)

wherein Y and X, taken together, are selected from the group consisting of

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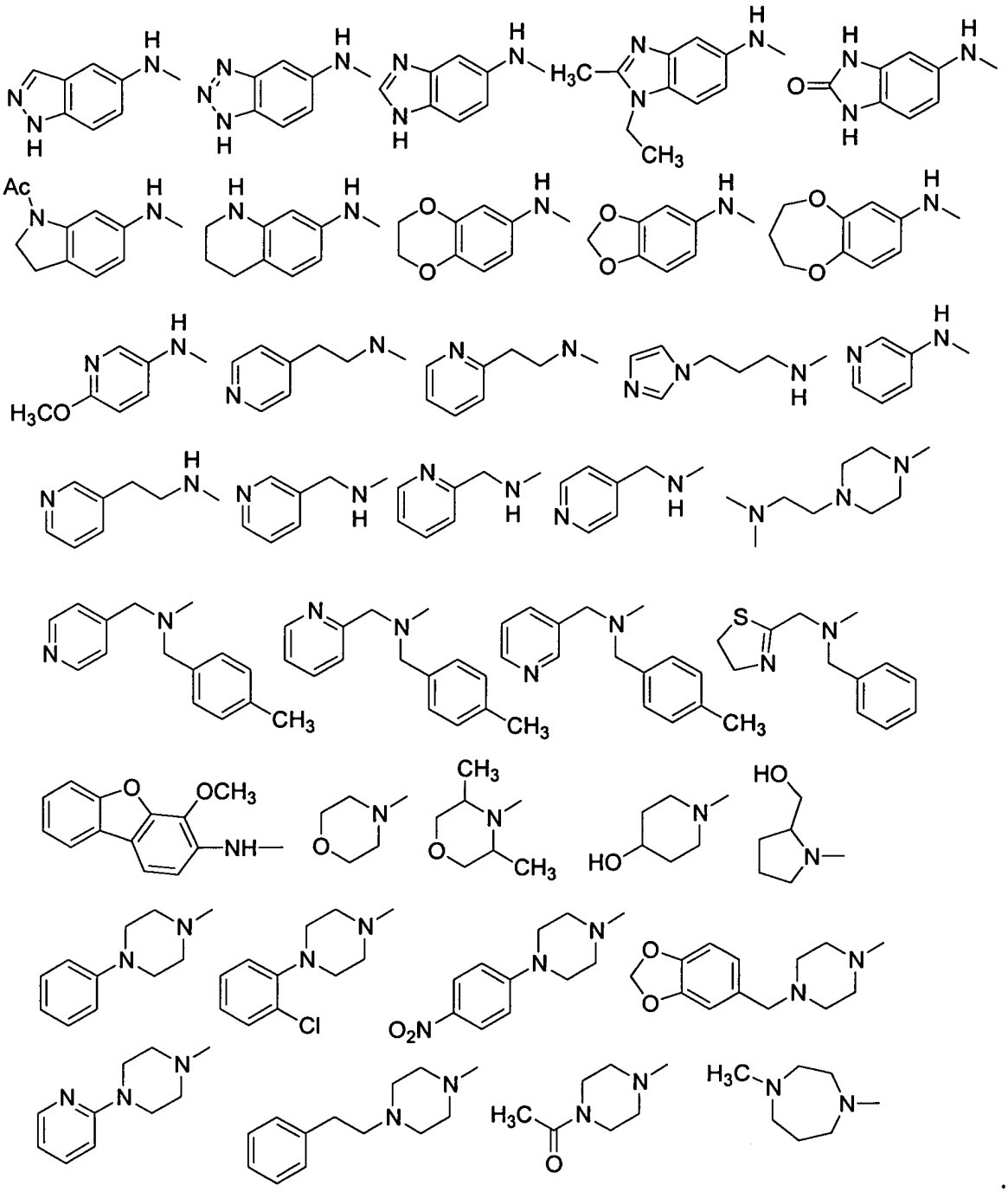

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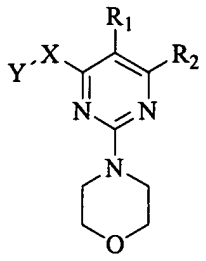
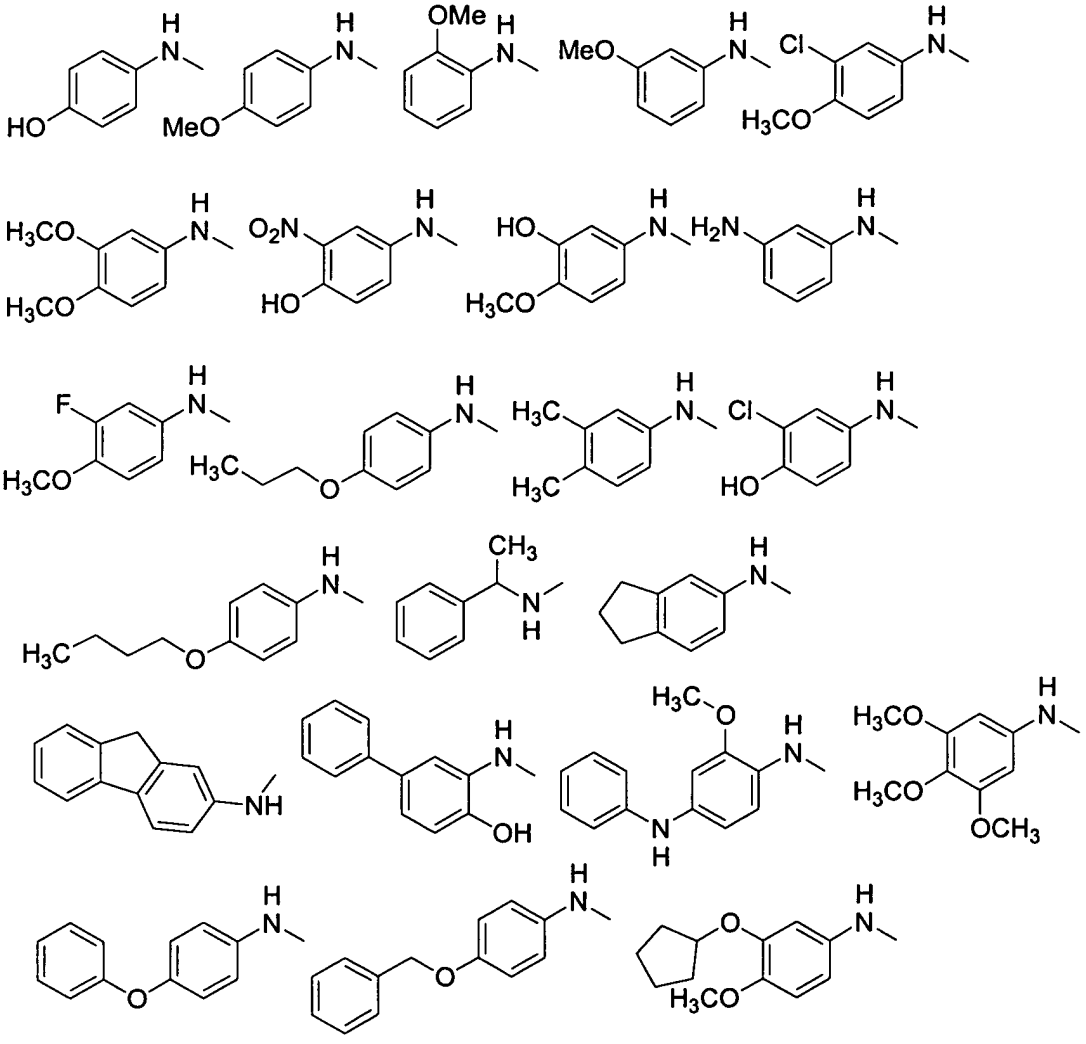
11. (Original) The compound of claim 1, having the formula II:



(II)

wherein Y and X, taken together, are selected from the group consisting of



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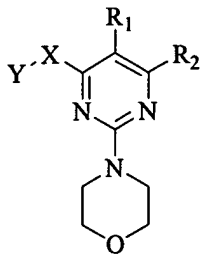
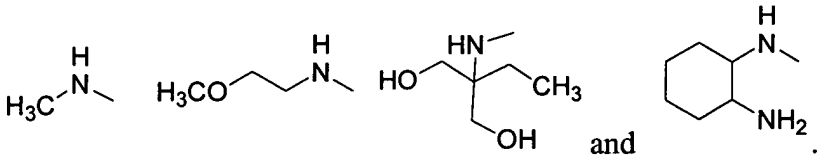
12. (Original) The compound of claim 1, having the formula II:



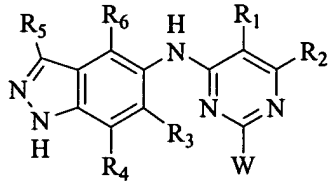
(II)

wherein, Y and X, taken together, are selected from the group consisting of



and

13. (Currently amended) The compound of claim 1, having the formula III:



(III)

wherein R_3, R_4, R_5, R_6 are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

(3) -COORt^1,

(4) ~~-COONH$_2$~~ -CONH$_2$,

(5) -OR^{1t}, and

(6) -NHR^{1t}.

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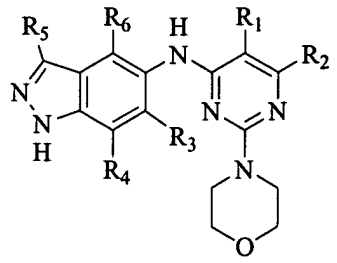
14. (Currently amended) The compound of claim 1, having the formula IV:



(IV)

wherein R_3, R_4, R_5, R_6 are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

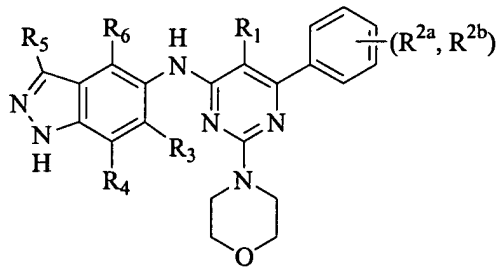
(3) -$COOR^{1t}$,

(4) ~~-$COONH_2$~~ -$CONH_2$

(5) -OR^{1t}, and

(6) -NHR^{1t}.

15. (Currently amended) The compound of claim 1, having the formula V:



(V)

wherein R_3, R_4, R_5, R_6 are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

(3) -$COOR^{1t}$,

(4) ~~-$COONH_2$~~ -$CONH_2$

(5) -OR^{1t}, and

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(6) $-NHR^{1t}$; and

R^{2a} and R^{2b} are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted alkyl,

(3) halo,

(4) $-(CH_2)_q-N(R^{2c}, R^{2d})$,

(5) $-(CH_2)_q-N(R^{2c}, R^{2d})COR^{2e}$,

(6) $-(CH_2)_q-OR^{2e}$,

(7) $-(CH_2)_q-OCOR^{2e}$,

(8) $-(CH_2)_q-OCOOR^{2e}$,

(9) $-(CH_2)_q-COOR^{2e}$,

(10) $-(CH_2)_q-CONR^{2c}$,

(11) -CN,

(12) $-NO_2$,

(13) $-SO_2NH_2$,

(14) $-NHSO_2CH_3$, and

(15) $-SO_2R^{2f}$,

wherein R^{2c}, R^{2d}, R^{2e}, and R^{2f} are selected from the group consisting of

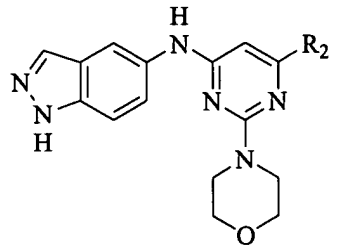
(a) H,

(b) substituted or unsubstituted alkyl, and

(c) substituted or unsubstituted phenyl; and

q is 0, 1, 2, 3, or 4.

16. (Original) The compound of claim 1, having the formula VI:



(VI)

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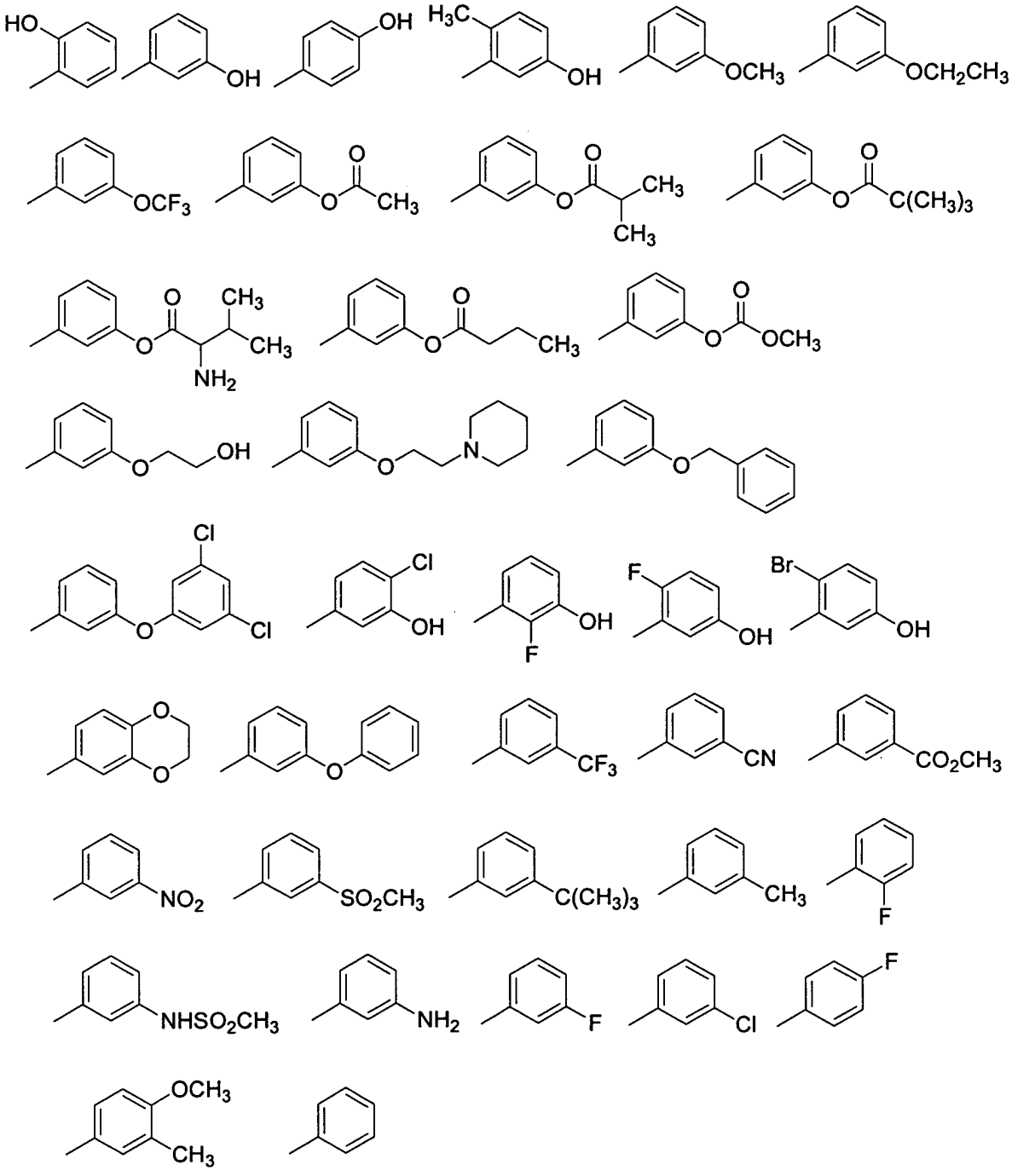
wherein R_2 is selected from the group consisting of



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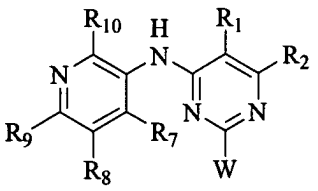
17. (Currently amended) The compound of claim 1, having the formula VII:



(VII)

wherein R_7, R_8, R_9, and R_{10} are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

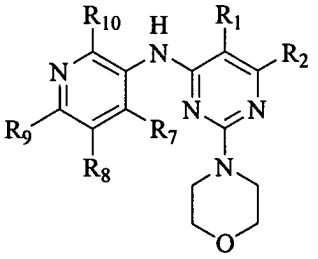
(3) $-COOR^{1t}$,

(4) ~~$-COONH_2$~~ $-CONH_2$

(5) $-OR^{1t}$, and

(6) $-NHR^{1t}$.

18. (Original) The compound of claim 1, having the formula VIII:



(VIII)

wherein R_7, R_8, R_9, R_{10} are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

(3) $-COOR^{1t}$,

(4) $-CONH_2$,

(5) $-OR^{1t}$, and

(6) $-NHR^{1t}$.

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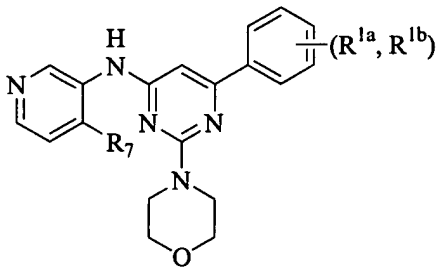
19. (Original) The compound of claim 1, having the formula IX:



(IX)

wherein R^{1a} and R^{1b} are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted alkyl,

(3) halo,

(4) $-(CH_2)_q-N(R^{2c}, R^{2d})$,

(5) $-(CH_2)_q-N(R^{2c}, R^{2d})COR^{2e}$,

(6) $-(CH_2)_q-OR^{2e}$,

(7) $-(CH_2)_q-OCOR^{2e}$,

(8) $-(CH_2)_q-OCOOR^{2e}$,

(9) $-(CH_2)_q-COOR^{2e}$,

(10) $-(CH_2)_q-CONR^{2c}$,

(11) -CN,

(12) $-NO_2$,

(13) $-SO_2NH_2$,

(14) $-NHSO_2CH_3$, and

(15) $-SO_2R^{2f}$,

wherein R^{2c}, R^{2d}, R^{2e}, and R^{2f} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted alkyl, and

(c) substituted or unsubstituted phenyl; and

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wherein R_7 is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

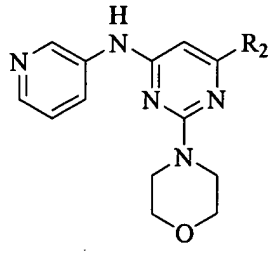
(3) $-COOR^{1t}$,

(4) $-CONH_2$,

(5) $-OR^{1t}$, and

(6) $-NHR^{1t}$.

20. (Original) The compound of claim 1, having the formula X:



(X)

wherein R_2 is selected from the group consisting of

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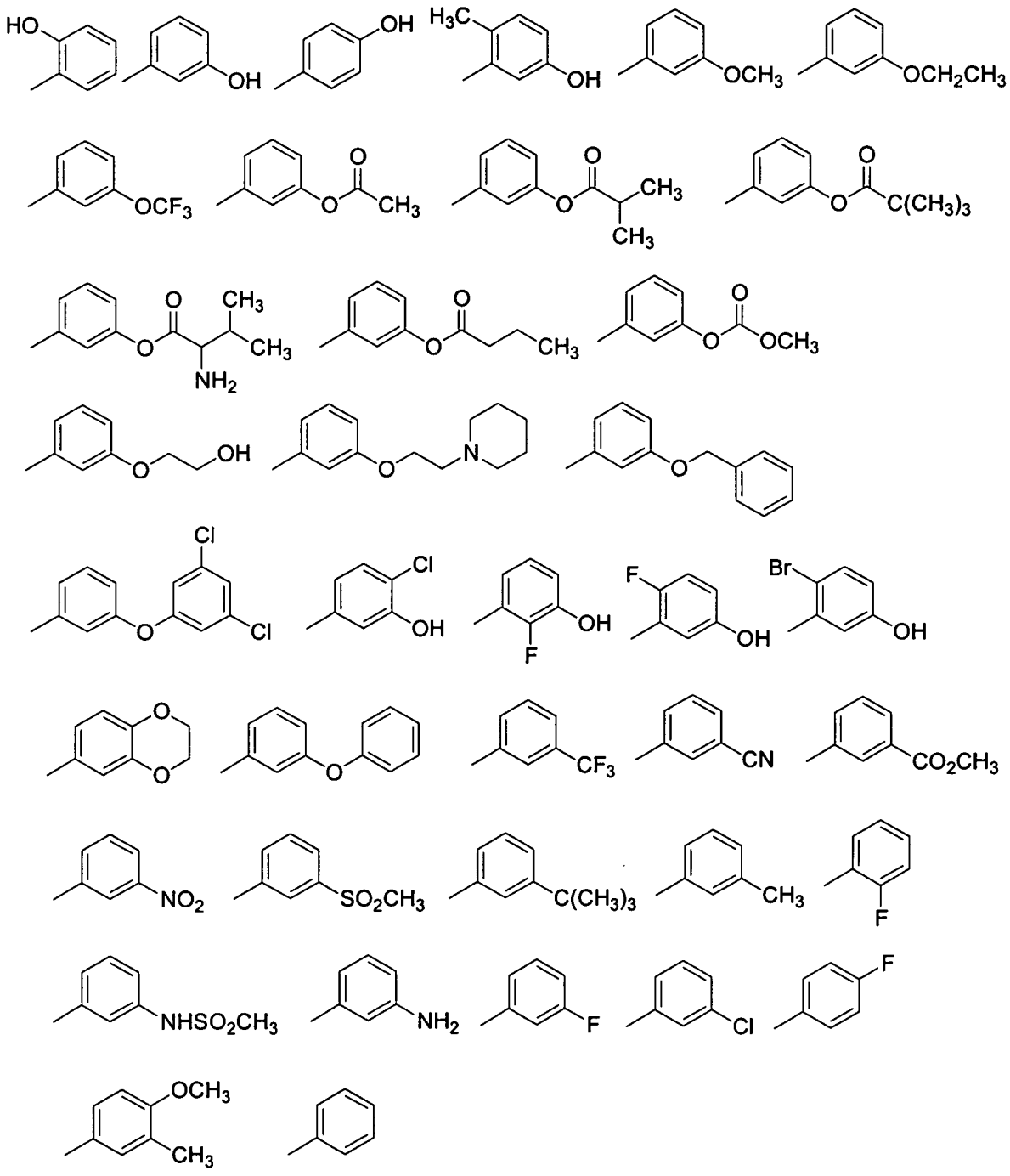

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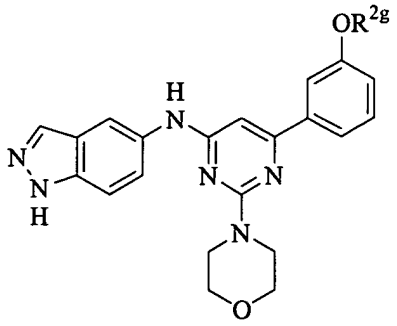
21. (Original) The compound of claim 1, having the formula XI:



(XI)

wherein R^{2g} is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted alkyl,

(3) -CONHR^{2h},

(4) –CON(R^{2h})-(CH$_2$)$_{2-3}$-N(R^{2h}, R^{2i}),

(5) -COR^{2j},

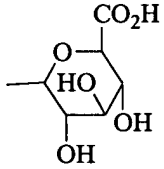
(6) -CO$_2$R^{2j},

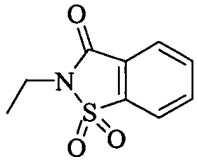
(7) –COC$_1$-C$_6$-alkyl-CO$_2$H,

(8) -CH$_2$-OC(=O)R^{2i},

(9) -CH$_2$-OC(=O)NHCHR^{2i}CO$_2$R^{2j},

(10) -P(=O)(OR^{2k}, OR^{2p}),

(11)  , and

(12)  ,

wherein R^{2h}, R^{2i}, R^{2j}, R^{2k}, and R^{2p} are selected from the group consisting of

(a) H,

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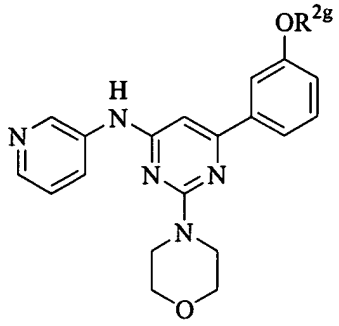
(b) substituted or unsubstituted alkyl, and

(c) substituted or unsubstituted aryl.

22. (Original) The compound of claim 1, having the formula XII:



(XII)

wherein R^{2g} is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted alkyl,

(3) $-CONHR^{2h}$,

(4) $-CON(R^{2h})-(CH_2)_{2-3}-N(R^{2h}, R^{2i})$,

(5) $-COR^{2j}$,

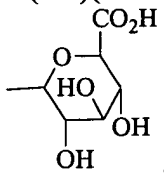
(6) $-CO_2R^{2j}$,

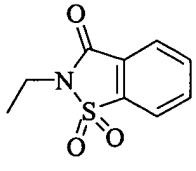
(7) $-COC_1-C_6$-alkyl-CO_2H,

(8) $-CH_2-OC(=O)R^{2i}$,

(9) $-CH_2-OC(=O)NHCHR^{2i}CO_2R^{2j}$,

(10) $-P(=O)(OR^{2k}, OR^{2p})$,

(11)  , and

(12)  ,

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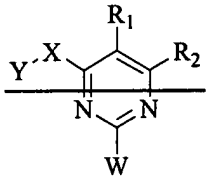
wherein R^{2h}, R^{2i}, R^{2j}, R^{2k}, and R^{2p} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted alkyl, and

(c) substituted or unsubstituted aryl.

23. (Currently amended) A composition, comprising a pharmaceutically acceptable carrier and an amount of a compound of Claim 1 effective to inhibit phosphotidylinositol (PI) 3-kinase activity in a human or animal subject when administered thereto~~, wherein the compound has the formula I:~~



~~(I)~~

~~or a stereoisomer, tautomer, pharmaceutically acceptable salt, ester, or prodrug thereof, wherein~~

~~Y is selected from the group consisting of~~

~~(1) substituted or unsubstituted C_1-C_6-alkyl,~~

~~(2) substituted or unsubstituted C_2-C_6-alkenyl,~~

~~(3) substituted or unsubstituted C_2-C_6-alkynyl,~~

~~(4) substituted or unsubstituted aryl,~~

~~(5) substituted or unsubstituted heterocyclyl, and~~

~~(6) substituted or unsubstituted heteroaryl;~~

~~X is selected from the group consisting of~~

~~(1) a direct link,~~

~~(2) $N(R^{1x})$,~~

~~(3) $(CH_2)_m$-$C(R^{2x},R^{3x})$-$N(R^{1x})$,~~

~~(4) O,~~

~~(5) S,~~

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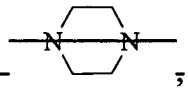
(6) —SO—,

(7) —SO_2—,

(8) —$C(R^{2x}, R^{3x})$—, and

(9)  ,

wherein R^{1x}, R^{2x}, and R^{3x} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6 alkyl,

(c) substituted or unsubstituted C_2-C_6 alkenyl,

(d) substituted or unsubstituted C_2-C_6 alkynyl,

(e) substituted or unsubstituted aryl,

(f) substituted or unsubstituted heterocyclyl,

(g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R_1 is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6 alkyl,

(3) —COOH,

(4) halo,

(5) OR^{1t}, and

(6) NHR^{1t},

wherein R^{1t} is H or C_1-C_6 alkyl;

R_2 is selected from the group consisting of

(1) substituted or unsubstituted aryl,

(2) substituted or unsubstituted heteroaryl, and

(3) substituted or unsubstituted heterocyclyl; and

W is selected from the group consisting of

(1) substituted or unsubstituted C_1-C_6 alkyl,

(2) $N(R^{1w}, R^{2w})$, and

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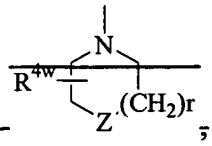
(3)  ;

wherein R^{1w} and R^{2w} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6 alkyl,

(c) substituted or unsubstituted aryl,

(d) substituted or unsubstituted heterocyclyl, and

(e) substituted or unsubstituted heteroaryl, wherein R^{1w} and R^{2w} are not both H;

Z is selected from the group consisting of

(a) O,

(b) NR^z,

(c) S,

(d) SO,

(e) SO_2, and

(f) CH_2,

wherein R^z is H or substituted or unsubstituted alkyl group; and

R^{4w} is selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6 alkyl,

(c) $COOR^{5w}$,

(d) $CONH_2$,

(e) OR^{5w}, and

(f) NHR^{5w},

wherein R^{5w} is H or C_1-C_6 alkyl; and

r is 0, 1, or 2.

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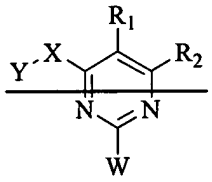
24. (Original) The composition of Claim 23 further comprising at least one additional agent for the treatment of cancer.

25. (Original) The composition of Claim 24, wherein the at least one additional agent for the treatment of cancer is selected from irinotecan, topotecan, gemcitabine, gleevec, herceptin, 5-fluorouracil, leucovorin, carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab, tamoxifen, CPT 11, and trastuzumab.

26. (Currently amended) A method for treating a condition by modulation of phosphotidylinositol (PI) 3-kinase activity comprising administering to a human or animal subject in need of such treatment an effective amount of a compound ~~having the formula I:~~ of Claim 1.



~~(I)~~

~~or a stereoisomer, tautomer, pharmaceutically acceptable salt, ester, or prodrug thereof, wherein~~

~~Y is selected from the group consisting of~~

~~(1) substituted or unsubstituted C_1-C_6-alkyl,~~

~~(2) substituted or unsubstituted C_2-C_6-alkenyl,~~

~~(3) substituted or unsubstituted C_2-C_6-alkynyl,~~

~~(4) substituted or unsubstituted aryl,~~

~~(5) substituted or unsubstituted heterocyclyl, and~~

~~(6) substituted or unsubstituted heteroaryl;~~

~~X is selected from the group consisting of~~

~~(1) a direct link,~~

~~(2) $N(R^{1x})$,~~

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(3) $(CH_2)_m$ $C(R^{2x},R^{3x})$ $N(R^{1x})$,

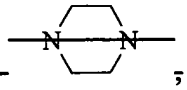
(4) O,

(5) S,

(6) SO,

(7) SO_2,

(8) $C(R^{2x},R^{3x})$, and

(9)  ;

wherein R^{1x}, R^{2x}, and R^{3x} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6-alkyl,

(c) substituted or unsubstituted C_2-C_6-alkenyl,

(d) substituted or unsubstituted C_2-C_6-alkynyl,

(e) substituted or unsubstituted aryl,

(f) substituted or unsubstituted heterocyclyl,

(g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R_1 is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

(3) COOH,

(4) halo,

(5) OR^{1t}, and

(6) NHR^{1t},

wherein R^{1t} is H or C_1-C_6-alkyl;

R_2 is selected from the group consisting of

(1) substituted or unsubstituted aryl,

(2) substituted or unsubstituted heteroaryl, and

(3) substituted or unsubstituted heterocyclyl; and

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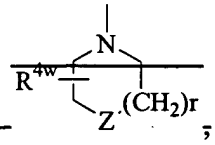
~~W is selected from the group consisting of~~

~~(1) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(2) $N(R^{1w}, R^{2w})$, and~~

~~(3)~~  ;

~~wherein R^{1w} and R^{2w} are selected from the group consisting of~~

~~(a) H,~~

~~(b) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(c) substituted or unsubstituted aryl,~~

~~(d) substituted or unsubstituted heterocyclyl, and~~

~~(e) substituted or unsubstituted heteroaryl, wherein R^{1w} and R^{2w} are not both H;~~

~~Z is selected from the group consisting of~~

~~(a) O,~~

~~(b) NR^z,~~

~~(c) S,~~

~~(d) SO,~~

~~(e) SO_2, and~~

~~(f) CH_2,~~

~~wherein R^z is H or substituted or unsubstituted alkyl group; and~~

~~R^{4w} is selected from the group consisting of~~

~~(a) H,~~

~~(b) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(c) $COOR^{5w}$,~~

~~(d) $CONH_2$,~~

~~(e) OR^{5w}, and~~

~~(f) NHR^{5w},~~

~~wherein R^{5w} is H or C_1-C_6 alkyl; and~~

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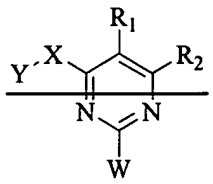
~~r is 0, 1, or 2.~~

27. (Original) The method of Claim 26, wherein the compound has an IC_{50} value of less than about 20 μM in a cell proliferation assay.

28. (Original) The method of Claim 26, wherein the condition is cancer.

29. (Currently amended) A method for inhibiting phosphotidylinositol (PI) 3-kinase activity in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of Claim 1 effective to inhibit phosphotidylinositol (PI) 3-kinase activity in the human or animal subject~~, wherein the compound has the formula I:~~



~~(I)~~

~~or a stereoisomer, tautomer, pharmaceutically acceptable salt, ester, or prodrug thereof, wherein~~

~~Y is selected from the group consisting of~~

~~(1) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(2) substituted or unsubstituted C_2-C_6 alkenyl,~~

~~(3) substituted or unsubstituted C_2-C_6 alkynyl,~~

~~(4) substituted or unsubstituted aryl,~~

~~(5) substituted or unsubstituted heterocyclyl, and~~

~~(6) substituted or unsubstituted heteroaryl;~~

~~X is selected from the group consisting of~~

~~(1) a direct link,~~

~~(2) $N(R^{1x})$,~~

~~(3) $(CH_2)_m$-$C(R^{2x},R^{3x})N(R^{1x})$,~~

~~(4) O,~~

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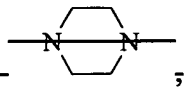
(5) —S—;

(6) —SO—;

(7) —SO_2—;

(8) —C(R^{2x},R^{3x})—, and

(9)  ;

wherein R^{1x}, R^{2x}, and R^{3x} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6 alkyl,

(c) substituted or unsubstituted C_2-C_6 alkenyl,

(d) substituted or unsubstituted C_2-C_6 alkynyl,

(e) substituted or unsubstituted aryl,

(f) substituted or unsubstituted heterocyclyl,

(g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R_1 is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6 alkyl,

(3) COOH,

(4) halo,

(5) OR^{1t}, and

(6) NHR^{1t},

wherein R^{1t} is H or C_1-C_6 alkyl;

R_2 is selected from the group consisting of

(1) substituted or unsubstituted aryl,

(2) substituted or unsubstituted heteroaryl, and

(3) substituted or unsubstituted heterocyclyl; and

W is selected from the group consisting of

(1) substituted or unsubstituted C_1-C_6 alkyl,

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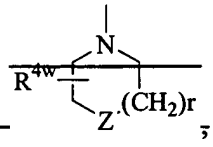
(2) $N(R^{1w}, R^{2w})$, and

(3)  ;

wherein R^{1w} and R^{2w} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6 alkyl,

(c) substituted or unsubstituted aryl,

(d) substituted or unsubstituted heterocyclyl, and

(e) substituted or unsubstituted heteroaryl, wherein R^{1w} and R^{2w} are not both H;

Z is selected from the group consisting of

(a) O,

(b) NR^z,

(c) S,

(d) SO,

(e) SO_2, and

(f) CH_2,

wherein R^z is H or substituted or unsubstituted alkyl group; and

R^{4w} is selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6 alkyl,

(c) $COOR^{5w}$,

(d) $CONH_2$,

(e) OR^{5w}, and

(f) NHR^{5w},

wherein R^{5w} is H or C_1-C_6 alkyl; and

r is 0, 1, or 2.

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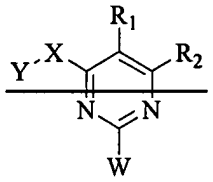
30. (Currently amended) A method for treating a cancer disorder in a human or animal subject, comprising administering to the human or animal subject a composition comprising an amount of a compound of Claim 1 effective to inhibit phosphotidylinositol (PI) 3-kinase activity in the human or animal subject~~, wherein the compound has the formula I:~~



~~(I)~~

~~or a stereoisomer, tautomer, pharmaceutically acceptable salt, ester, or prodrug thereof, wherein~~

~~Y is selected from the group consisting of~~

~~(1) substituted or unsubstituted C_1-C_6-alkyl,~~

~~(2) substituted or unsubstituted C_2-C_6-alkenyl,~~

~~(3) substituted or unsubstituted C_2-C_6-alkynyl,~~

~~(4) substituted or unsubstituted aryl,~~

~~(5) substituted or unsubstituted heterocyclyl, and~~

~~(6) substituted or unsubstituted heteroaryl;~~

~~X is selected from the group consisting of~~

~~(1) a direct link,~~

~~(2) $N(R^{1x})$,~~

~~(3) $(CH_2)_m$ $C(R^{2x},R^{3x})$ $N(R^{1x})$,~~

~~(4) O,~~

~~(5) S,~~

~~(6) SO,~~

~~(7) SO_2,~~

~~(8) $C(R^{2x},R^{3x})$, and~~

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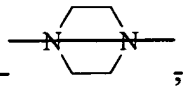
(9)  ;

wherein R^{1x}, R^{2x}, and R^{3x} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6-alkyl,

(c) substituted or unsubstituted C_2-C_6-alkenyl,

(d) substituted or unsubstituted C_2-C_6-alkynyl,

(e) substituted or unsubstituted aryl,

(f) substituted or unsubstituted heterocyclyl,

(g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R_1 is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

(3) COOH,

(4) halo,

(5) OR^{1t}, and

(6) NHR^{1t},

wherein R^{1t} is H or C_1-C_6-alkyl;

R_2 is selected from the group consisting of

(1) substituted or unsubstituted aryl,

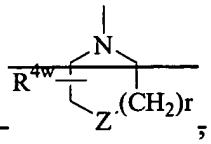
(2) substituted or unsubstituted heteroaryl, and

(3) substituted or unsubstituted heterocyclyl; and

W is selected from the group consisting of

(1) substituted or unsubstituted C_1-C_6-alkyl,

(2) $N(R^{1w}, R^{2w})$, and

(3)  ;

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~~wherein R^{1w} and R^{2w} are selected from the group consisting of~~

~~(a) H,~~

~~(b) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(c) substituted or unsubstituted aryl,~~

~~(d) substituted or unsubstituted heterocyclyl, and~~

~~(e) substituted or unsubstituted heteroaryl, wherein R^{1w} and R^{2w} are not both H;~~

~~Z is selected from the group consisting of~~

~~(a) O,~~

~~(b) NR^z,~~

~~(c) S,~~

~~(d) SO,~~

~~(e) SO_2, and~~

~~(f) CH_2,~~

~~wherein R^z is H or substituted or unsubstituted alkyl group; and~~

~~R^{4w} is selected from the group consisting of~~

~~(a) H,~~

~~(b) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(c) $COOR^{5w}$,~~

~~(d) $CONH_2$,~~

~~(e) OR^{5w}, and~~

~~(f) NHR^{5w},~~

~~wherein R^{5w} is H or C_1-C_6 alkyl; and~~

~~r is 0, 1, or 2~~.

31. (Original) The method of Claim 30 further comprising administering to the human or animal subject at least one additional agent for the treatment of cancer.

32. (Original) The method of Claim 31, wherein the at least one additional agent for the treatment of cancer is selected from irinotecan, topotecan, gemcitabine, gleevec, herceptin,

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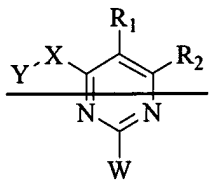
5-fluorouracil, leucovorin, carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab, tamoxifen, CPT 11, and trastuzumab.

33. (Currently amended) A method for inhibiting tumor growth in a human or animal subject, comprising administering to the human or animal subject in need thereof an effective amount of a compound ~~having the formula I:~~ of Claim 1.



~~(I)~~

~~or a stereoisomer, tautomer, pharmaceutically acceptable salt, ester, or prodrug thereof, wherein~~

~~Y is selected from the group consisting of~~

~~(1) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(2) substituted or unsubstituted C_2-C_6 alkenyl,~~

~~(3) substituted or unsubstituted C_2-C_6 alkynyl,~~

~~(4) substituted or unsubstituted aryl,~~

~~(5) substituted or unsubstituted heterocyclyl, and~~

~~(6) substituted or unsubstituted heteroaryl;~~

~~X is selected from the group consisting of~~

~~(1) a direct link,~~

~~(2) $N(R^{1x})$,~~

~~(3) $(CH_2)_m$ $C(R^{2x},R^{3x})$ $N(R^{1x})$,~~

~~(4) O,~~

~~(5) S,~~

~~(6) SO,~~

~~(7) SO_2,~~

~~(8) $C(R^{2x},R^{3x})$, and~~

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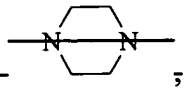
(9)  ;

wherein R^{1x}, R^{2x}, and R^{3x} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6 alkyl,

(c) substituted or unsubstituted C_2-C_6 alkenyl,

(d) substituted or unsubstituted C_2-C_6 alkynyl,

(e) substituted or unsubstituted aryl,

(f) substituted or unsubstituted heterocyclyl,

(g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R_1 is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6 alkyl,

(3) COOH,

(4) halo,

(5) OR^{1t}, and

(6) NHR^{1t},

wherein R^{1t} is H or C_1-C_6 alkyl;

R_2 is selected from the group consisting of

(1) substituted or unsubstituted aryl,

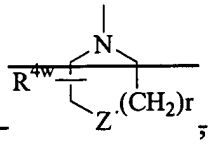
(2) substituted or unsubstituted heteroaryl, and

(3) substituted or unsubstituted heterocyclyl; and

W is selected from the group consisting of

(1) substituted or unsubstituted C_1-C_6 alkyl,

(2) $N(R^{1w}, R^{2w})$, and

(3)  ;

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~~wherein R^{1w} and R^{2w} are selected from the group consisting of~~

~~(a) H,~~

~~(b) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(c) substituted or unsubstituted aryl,~~

~~(d) substituted or unsubstituted heterocyclyl, and~~

~~(e) substituted or unsubstituted heteroaryl, wherein R^{1w} and R^{2w} are not both H;~~

~~Z is selected from the group consisting of~~

~~(a) O,~~

~~(b) NR^z,~~

~~(c) S,~~

~~(d) SO,~~

~~(e) SO_2, and~~

~~(f) CH_2,~~

~~wherein R^z is H or substituted or unsubstituted alkyl group; and~~

~~R^{4w} is selected from the group consisting of~~

~~(a) H,~~

~~(b) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(c) $COOR^{5w}$,~~

~~(d) $CONH_2$,~~

~~(e) OR^{5w}, and~~

~~(f) NHR^{5w},~~

~~wherein R^{5w} is H or C_1-C_6 alkyl; and~~

~~r is 0, 1, or 2.~~

34. (Currently amended) A method for inhibiting the proliferation of capillaries in a human or animal subject, comprising administering to the human or animal subject in need thereof an effective amount of a compound ~~having the formula I:~~ of Claim 1.

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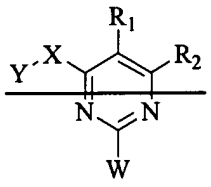


(I)

or a stereoisomer, tautomer, pharmaceutically acceptable salt, ester, or prodrug thereof, wherein

Y is selected from the group consisting of

(1) substituted or unsubstituted C_1-C_6-alkyl,

(2) substituted or unsubstituted C_2-C_6-alkenyl,

(3) substituted or unsubstituted C_2-C_6-alkynyl,

(4) substituted or unsubstituted aryl,

(5) substituted or unsubstituted heterocyclyl, and

(6) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

(1) a direct link,

(2) $N(R^{1x})$,

(3) $(CH_2)_m$-$C(R^{2x},R^{3x})$-$N(R^{1x})$,

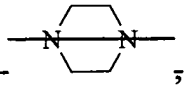
(4) O,

(5) S,

(6) SO,

(7) SO_2,

(8) $C(R^{2x},R^{3x})$, and

(9)  ;

wherein R^{1x}, R^{2x}, and R^{3x} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6-alkyl,

(c) substituted or unsubstituted C_2-C_6-alkenyl,

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(d) substituted or unsubstituted C_2-C_6-alkynyl,

(e) substituted or unsubstituted aryl,

(f) substituted or unsubstituted heterocyclyl,

(g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R_1 is selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C_1-C_6-alkyl,

(3) COOH,

(4) halo,

(5) OR^{1t}, and

(6) NHR^{1t},

wherein R^{1t} is H or C_1-C_6-alkyl;

R_2 is selected from the group consisting of

(1) substituted or unsubstituted aryl,

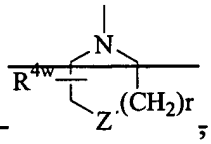
(2) substituted or unsubstituted heteroaryl, and

(3) substituted or unsubstituted heterocyclyl; and

W is selected from the group consisting of

(1) substituted or unsubstituted C_1-C_6-alkyl,

(2) $N(R^{1w}, R^{2w})$, and

(3)  ;

wherein R^{1w} and R^{2w} are selected from the group consisting of

(a) H,

(b) substituted or unsubstituted C_1-C_6-alkyl,

(c) substituted or unsubstituted aryl,

(d) substituted or unsubstituted heterocyclyl, and

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~~(e) substituted or unsubstituted heteroaryl, wherein R^{1w} and R^{2w} are not both H;~~

~~Z is selected from the group consisting of~~

~~(a) O,~~

~~(b) NR^z,~~

~~(c) S,~~

~~(d) SO,~~

~~(e) SO_2, and~~

~~(f) CH_2,~~

~~wherein R^z is H or substituted or unsubstituted alkyl group; and~~

~~R^{4w} is selected from the group consisting of~~

~~(a) H,~~

~~(b) substituted or unsubstituted C_1-C_6 alkyl,~~

~~(c) $COOR^{5w}$,~~

~~(d) $CONH_2$,~~

~~(e) OR^{5w}, and~~

~~(f) NHR^{5w},~~

~~wherein R^{5w} is H or C_1-C_6 alkyl; and~~

~~r is 0, 1, or 2.~~

35. (Canceled)

34. (Canceled) Redundant Claim. Same as Claim 34.

36. (Canceled)

37. (New) A compound of Claim 1, wherein R_2 is hydroxy-substituted phenyl.

38. (New) A compound of Claim 1, wherein R_2 is substituted or unsubstituted pyridinyl.

39. (New) A compound of Claim 1, wherein R_2 is substituted or unsubstituted pyrimidinyl.

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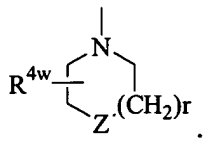
40. (New) A compound of Claim 1, wherein W is



41. (New) A compound of Claim 40, wherein R^{4w} is H, r is 1, and Z is O.

42. (New) A compound of Claim 1, wherein Y is substituted or unsubstituted heterocyclyl.

43. (New) A compound of Claim 1, wherein X is a O and Y is substituted or unsubstituted heterocyclyl.

44. (New) A compound of Claim 1, wherein X is a direct link and Y is substituted or unsubstituted heterocyclyl.

45. (New) A compound of Claim 40, wherein R^{4w} is H, r is 1, Z is O, Y is substituted or unsubstituted heterocyclyl, R_1 is H, and R_2 is substituted or unsubstituted heteroaryl.

46. (New) A compound of Claim 40, wherein R^{4w} is H, r is 1, Z is O, X is O or a direct link, Y is substituted or unsubstituted heterocyclyl, R_1 is H, and R_2 is substituted or unsubstituted heteroaryl.

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